FINANCIAL STATEMENTS

SEPTEMBER 30, 2006

RURAL HOUSING DEVELOPMENT CORPORATION TABLE OF CONTENTS

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GILBERT & STEWART

CERTIFIED PUBLIC ACCOUNTANTS
A PROFESSIONAL CORPORATION

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Independent Auditor's Report

Rural Housing Development Corporation Provo, UT

February 23, 2007

We have audited the accompanying statements of financial position of Rural Housing Development Corporation (a non-profit organization) as of September 30, 2006 and 2005, and the related statements of activities and statement of cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express opinions on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America, and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinions.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Rural Housing Development Corporation as of September 30, 2006 and 2005 and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with Government Auditing Standards, we have also issued a report dated February 23, 2007, on our consideration of Rural Housing Development Corporation's internal controls over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be read in conjunction with this report in considering the results of our audit.

Our audit was performed for the purpose of forming an opinion on the basic financial statements of Rural Housing Development Corporation taken as a whole. The accompanying schedule of expenditures of Federal awards is presented for purposes of additional analysis as required by U.S. Office of Management and Budget Circular A-133, "Audits of States, Local Governments, and Non-Profit Organizations," and is not a required part of the basic financial statements. The schedule of expenditures of Federal awards has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

The schedules of functional expenses are also presented for purposes of additional analysis, but have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on them.

GILBERT & STEWART Certified Public Accountants

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STATEMENT OF FINANCIAL POSITION SEPTEMBER 30, 2006 AND 2005

ASSETS

Current Assets Cash	\$	2006		2005
	\$	161 455		
	*	161,475	\$	104,148
Accounts Receivable		285,295	•	60,090
Prepaid Expenses		10,950		6,976
Land for Resale		1,785,489		1,997,326
Total Current Assets		2,243,209		2,168,540
Fixed Assets				
Property and Equipment - Net		346,262		361,379
Other Assets				
Cash - Restricted		1,329,981		558,473
Loans Receivable		440,499		37,500
Multi-Housing Plan Costs		28,730		28,730
Utility Deposit		550		350
Total Other Assets		1,799,760		625,053
Total Assets	\$	4,389,231	\$	3,154,972
LIABILITIES AND NET ASS	ETS			
Current Liabilities				
Accounts Payable	\$	2,162	\$	34
Accrued Payroll Liabilities		15,877		7,061
Accrued Compensated Absences		31,859		15,087
Deferred Revenue		156,625		42,662
Loans Payable - UVCCC		1,355,754		844,168
Note Payable - Current Portion		9,696		3 ,293
Trust Fund Liability		545,443		405,794
Funds Held for Others		1,190		1,190
Total Current Liabilities		2,118,606		1,319,289
Long-Term Liabilities				
Note Payable - Bank of American Fork		124,791		146,845
Payable to UVCCC		28,730		28,730
Payable to Housing Assistance Council		1,384,147		1,284,175
Total Long-Term Liabilities		1,537,668		1,459,750
Total Liabilities		3,656,274		2,779,039
Net Assets				
Temporarily Restricted		18,737		40,741
Unrestricted		714,220		335,192
Total Net Assets		732,957		375,933
Total Liabilities & Net Assets		4,389,231	\$	3,154,972

STATEMENT OF ACTIVITIES YEARS ENDED SEPTEMBER 30, 2006 AND 2005

	2006	2005
Unrestricted Net Assets	 	
Support and Revenues		
Grant Revenue	\$ 874,788	\$ 669,278
Rental Revenue	14,280	9,136
Sale of Lots	155,269	10,818
Other Revenue	110,694	24,625
Assets Released from Restrictions	 40,741	41,690
Total Support	 1,195,772	755,547
Expenses		
Program Services		
Housing Assistance	696,095	473,598
Supporting Services		
Management and General	79,336	73,379
Fund Raising	41,312	32,219
Total Expenses	 816,743	 579,196
Increase in Unrestricted Net Assets	 379,029	 176,351
Temporarily Restricted Net Assets		
Support and Revenues		
Grant and Donation Revenue	18,737	36,480
Interest Revenue	-	1,422
Assets Released from restrictions	(40,741)	(41,690)
Increase (Decrease) in Temporarily Restricted Net Assets	 (22,004)	(3,788)
Total Increase in Net Assets	 357,025	 172,563
Net Assets - Beginning	375,933	 203,370
Net Assets - Ending	 732,958	\$ 375,933

STATEMENT OF CASH FLOWS YEARS ENDED SEPTEMBER 30, 2006 AND 2005

	2006		2005	
Cash Flows from Operating Activities:				
Increase in Total Net Assets	\$	357,024	\$	172,563
Adjustments to Reconcile Increase in Net Assets				
To Net Cash from Operating Activities:				
Depreciation		17,911		17,529
Loan Payable Forgiven		(75,000)		-
(Increase) Decrease in Receivables		(225,205)		(23,204)
(Increase) Decrease in Loans Receivable		(402,999)		(37,500)
(Increase) Decrease in Prepaid Expenses		(3,974)		(994)
(Increase) Decrease in Land for Resale		211,837		(1,515,492)
(Increase) Decrease in Deposits		(200)		3,150
Increase (Decrease) in Accrued Liabilities		27,716		5,187
Increase (Decrease) in Funds Held for Others		-		1,190
Increase (Decrease) in Deferred Revenue		113,963		(67,424)
Net Cash Provided (Used) by Operating Activities		21,073		(1,444,995)
Cash Flows from Investing Activities:				
Purchase of Equipment		(2,795)		(7,092)
Purchase of Office Building				(302,700)
Net Cash Provided (Used) by Investing Activities		(2,795)		(309,792)
Cash Flows from Financing Activities:				
Proceeds from Loan		1,008,773		1,324,266
Increase in Trust Fund Liability		139,649		130,512
Payments on Loans		(337,865)		(102,809)
Net Cash Provided by Financing Activities		810,557		1,351,969
Net Increase (Decrease) in Cash and Cash Equivalents		828,835		(402,818)
Cash and Cash Equivalents - Beginning		662,621		1,065,439
Cash and Cash Equivalents - Ending	\$	1,491,456	<u>\$</u>	662,621
Supplementary Information				
Interest Paid	\$	10,027	\$	7,556
Taxes Paid		-		-

NOTES TO THE FINANCIAL STATEMENTS SEPTEMBER 30, 2006

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization, Nature of Activities and Income Tax

Status

Rural Housing Development Corporation (the Company) is a non-profit professional organization established for the purpose of assisting low-income families into affordable housing. The housing is currently located in Central Utah. Much of the Company's support relies on government grants and loans and private resources. The Company is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code. The Company is classified as other than a private foundation.

Basis of Presentation

The financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles. Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Company and changes therein are classified and reported when applicable as follows:

Unrestricted Net Assets - Net assets that are not subject to donor-imposed stipulations.

Temporarily Restricted Net Assets - Net assets subject to donor-imposed stipulations that may or will be met, either by actions of the Company and/or passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Permanently Restricted Net Assets - Net assets subject to donor-imposed stipulations that they be maintained permanently by the Company. Generally, the donors of these assets permit the Company to use all or part of the income earned on any related investments for general or specific purposes.

The Company shows restricted contributions and support whose restrictions are met in the same reporting period as unrestricted support.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make assumptions and estimates that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased, to be cash equivalents.

NOTES TO THE FINANCIAL STATEMENTS SEPTEMBER 30, 2006

NOTE 1 – SUMMARY (CONTINUED)

Rental Revenue

Part of the office building is rented to another entity until that space can be utilized by the Company.

Restricted Cash

Restricted cash is cash from government grants or loans that are restricted for land purchases or other grant requirements.

Accounts Receivable

Accounts receivable are amounts due principally from grant reimbursements for expenses paid by the Company. There is no provision for uncollectible accounts.

Loans Receivable

Loans receivable are amounts advanced to homebuyers for construction loan assistance. The balances will be repaid upon the sale, refinancing, or payoff of the homes.

Contingent Loans Receivable

Amounts are given to homebuyers to assist them with closing or down payment costs. The funds do not have to be repaid unless the home is sold or refinanced within a certain time period. No receivable amounts are reflected in the statement of financial position for these contingent loans.

Property, Equipment and Depreciation

Property and equipment are recorded at cost or at estimated fair value at the date of gift. Amounts in excess of \$2,000 are capitalized as property and equipment. Donations of property and equipment are recorded as support at their estimated fair value. Such donations are reported as unrestricted support unless the donor has restricted the donated asset to a specific purpose. Property and equipment are depreciated using the straight-line method over estimated useful lives of 5 - 10 years.

Deferred Revenue

Revenues received in advance of services performed are reported as a current liability. Included in deferred revenue are grant monies received but not yet expended of \$156,625 at September 30, 2006 and \$42,662 at September 30, 2005.

Subdivision Development/Lot Sales

The Company is involved in the development of subdivisions for the purpose of providing affordable building lots for the housing programs carried on by the Company. As costs are incurred in the acquisition of land and the construction of various improvements, these costs are capitalized in the 'land for resale' account on the statement of financial position. As lots are sold, costs applicable to those lots, including any estimated remaining costs to complete the improvements on the lots sold, are retired against the net sales proceeds. The excess of the net sales proceeds over the total applicable costs are reflected in a 'sale of lots' revenue account on the statement of activities.

NOTES TO THE FINANCIAL STATEMENTS SEPTEMBER 30, 2006

NOTE 2 - PROPERTY AND EQUIPMENT

As of September 30th, property and equipment consist of:

	<u>2006</u>	<u> 2005</u>
Office Building	\$302,700	\$302,700
Transportation Equipment	40,322	40,322
Office Equipment	16,061	13,639
Power or Specialty Tools	46,544	46,544
Less: Accumulated Depreciation	(<u>59,365</u>)	(<u>41,826</u>)
	\$ <u>346,262</u>	\$361,379

Current year depreciation is \$17,911 for year ending September 30, 2006 and \$17,529 for September 30, 2005.

NOTE 3 - ECONOMIC DEPENDENCY AND CONCENTRATIONS OF RISK

Substantially, most of the revenues received by the Company come from government grants. Many programs operated by the Company depend upon continued funding by these government agencies. At year end, the cash balance exceeded the FDIC Insurance limit by \$1,595,481.

NOTE 4 – TRUST FUNDS

The checking accounts for the self-help participants are shown in the balance sheet as restricted cash offset by the trust fund liability. Rural Housing Development Corporation is an owner of these accounts and has signature responsibility for them.

NOTE 5 - DEFINED CONTRIBUTION PLAN

The Company has a 403(b) retirement plan in which employees can contribute up to 5.5% to the plan and the employer will contribute 17.5% of the employees' compensation. The employer's matching contribution for retirement expense was \$58,115 and \$49,526 for the fiscal years ended September 30, 2006 and 2005, respectively.

NOTE 6 - HOME BUYER LAND SUBSIDY

As part of the normal operations of the Company, land is purchased and then sold to low-income families. The benefits are 0% interest loans that lower monthly mortgage payments to assist low-income families in purchasing a home. In many cases, these loans can also be forgiven. These subsidized loans for lots and closing cost assistance are covered by RHDC's internal loan fund or grants received from the State and Federal government. These subsidies are \$180,000 and \$70,095 during the years ended September 30, 2006 and 2005.

NOTES TO THE FINANCIAL STATEMENTS SEPTEMBER 30, 2006

NOTE 6 – (Continued)

The Company has a secured interest in these properties until the buyers meet a holding period requirement. If the properties are sold within 5, 10, 15 years or the life of the loan, a certain amount of the proceeds will be returned to Rural Housing Development Corporation.

NOTE 7 - LOANS PAYABLE

		_	ber 30,	Sep	tember 30, 2005
SHOP loans	s from Housing Assistance Council are potentially				
	by HAC - interest rate 0%. These loans have no				
repayment to	•				
1.	Interest received on cash held	\$	4,657	\$	3,960
2.	#4-314-0002		0		75,000
3.	#4-412-0011	2	67,498		267,498
4.	#4-503-0112		90,000		90,000
5.	#4-610-0211	1	75,404		196,212
6.	#4-715-0312	2	64,202		282,505
7.	#4-805-0503	5	40,000		369,000
8.	#4-913-0604		42,385		0
proceeds use subsidies to	le to Utah Valley Consortium of Cities and County—ed to buy land for new homes or for future homebuyers. Repayment due at time of closing es at 0% interest.	1,3	55,754		844,168
proceeds rei	le to Utah Valley Consortium of Cities and County— imbursed architect and other costs of a multi-family ch was discontinued. Payment is due when these multi- ns are used in a future project. Interest rate is 0%.		28,730		28,730
and monthly note calls fo period. The note of \$159 an extra \$1,	the to Bank of American Fork at 7% interest by payments of \$1,139.79 for 59 months. The original or a balloon payment of \$147,021.47 at the end of that coffice building is collateral for this note. The original 9,700 is dated January 11, 2006. RHDC intends to pay 000 per month for the life of the loan, substantially a above balloon payment.	· 1	34,487		150,138
amount is \$	letter of credit from Bank of American Fork – the 126,214.42 for a bond to Payson City for improve-				
ments to the	e MeadowBrook Subdivision until April 12, 2007.		0		0

NOTES TO THE FINANCIAL STATEMENTS SEPTEMBER 30, 2006

NOTE 7 - LOANS PAYABLE (Continued)

Letter of credit with Bank of American Fork for \$50,000 – None has been used as of year end	0	0
RHDC signed contract #051784 with Utah State Dept. of Community and Economic Development on December 30, 2005 in the amount of \$200,000. This is for loans up to \$40,000 each to eligible new home buyers. The State makes the loans and collects the payments from the home buyers. RHDC does not consider these loans to be obligations of the company. As of the end of the year in 2006, all	0	0
\$200,000 had been loaned by the state to various families. Total	\$2,903,118	\$2,307,211
Aggregate maturities of debt for periods ending September 30: 2007 2008 2009 2010 Unknown	Amount \$1,365,450 5,128 5,499 114,164 1,412,877	Interest \$ 8,981 8,549 8,178 2,639
Totals	\$2,903,118	\$ 28,347
NOTE 8 - TEMPORARILY RESTRICTED NET ASSETS		
Net assets are temporarily restricted for:	9/30/06	<u>9/30/05</u>
Administration or financial assistance to low-income home buyers	<u>\$18,737</u>	<u>\$40,741</u>

SCHEDULE OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED SEPTEMBER 30, 2006

		Management		
		and	Fund	
	Program	General	Raising	Total
Homebuyer Land Subsidy	\$ 180,000	\$ -	\$ -	\$ 180,000
Payroll, Taxes and Benefits	404,322	46,374	32,365	483,061
Office and Supplies	50, 752	5,821	4,063	60,636
Insurance	-	11,031	-	11,031
Depreciation	14,992	1,719	1,200	17,911
Professional	-	9,112	, -	9,112
Rent	804	92	64	960
Travel and Training	18,267	2,095	1,462	21,824
Other	18,566	2,129	1,486	22,181
Interest	8,392	963	672	10,027
	\$ 696,095	\$ 79,336	\$ 41,312	\$ 816,743

Total

SCHEDULE OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED SEPTEMBER 30, 2005

			Man	agement			
				and		Fund	
]	Program		General	F	Raising	Total
Homebuyer Land Subsidy	\$	70,095	\$	-	\$	-	\$ 70,095
Payroll, Taxes and Benefits		324,798		37,432		26,162	388,392
Office and Supplies		32, 768		3,778		2,665	39,211
Insurance		-		11,796		-	11,796
Depreciation		15,036		1,462		1,031	17,529
Professional		-		8,007		-	8,0 07
Rent		4,351		502		354	5,207
Travel and Training		13,888		1,602		1,130	16,620
Other		12,662		1,244		877	14,783
Interest		•		7,556			7,556
	\$	473,598	\$	73,379	\$	32,219	\$ 579,196

Total

REPORT AND SCHEDULES REQUIRED BY:

THE SINGLE AUDIT ACT
GOVERNMENT AUDITING STANDARDS

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS FOR THE YEAR ENDED SEPTEMBER 30, 2006

Federal Grantor/Pass-Through Grantor Program Title	Federal CFDA Number	Pass-Thru Grantor's Number	s or	
U.S. Department of Agriculture				
Rural Self-Help Housing Technical Assistance	10.420		\$	267,649
Rural Self-Help Housing Technical Assistance	10.420			265,250
Total U.S. Department of Agriculture		•		532,899
U.S. Department of Housing & Urban Development				
Passed Through Housing Assistance Council				
Self-Help Home Ownership Program - Loan - SHOP 00	14.247			267,498
Self-Help Home Ownership Program - Loan - SHOP 01	14.247			90,000
Self-Help Home Ownership Program - Loan - SHOP 02	14.247			175,404
Self-Help Home Ownership Program - Loan - SHOP 03	14.247			264,202
Self-Help Home Ownership Program - Loan - SHOP 04	14.247			540,000
Self-Help Home Ownership Program - Loan - SHOP 05	14.247			42,385
Self-Help Home Ownership Program - Interest Earned	14.247			4,657
Passed Through Utah Valley Consortium of				
Cities and County				
HOME Investment Partnership Program - Loan	14.239			1,416,634
HOME Investment Partnership Program - Grant	14.239			103,650
HOME Investment Partnership Program - Grant	14.239			42,0 77
Passed Through Utah State Division of				
Community Development				
HOME Investment Partnership Program - Loan	14.239	051784		200,000
HOME Investment Partnership Program - Grant	14.239			7,105
HOME Investment Partnership Program - Grant	14.239			86,0 00
Total U.S. Dept. of Housing & Urban Development				3,239,612
Total Expenditures of Federal Awards			\$	3,7 72, 511

NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS FOR THE YEAR ENDED SEPTEMBER 30, 2006

NOTE A - SIGNIFICANT ACCOUNTING POLICIES

The accompanying Schedule of Expenditures of Federal Awards is a summary of activities related to the Company's expenditure of Federal awards. The schedule has been prepared on the same basis as the financial statements. Most of the awards are reimbursement based. Therefore, as expenditures of Federal funds are made, revenue is recognized.

NOTE B - DEFERRED REVENUE

The financial statements include deferred revenue from Federal programs. This deferred revenue is accrued using the same basis as the financial statements. The deferred revenue reflects Federal awards that have been received by year end and not yet expended.

NOTE C - LOAN BALANCES

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Outstanding Federal loan balances at year end are:

SHOP Funds		
Interest Earned on SHOP Funds	\$	4,657
#4-412-0011		267,498
#4-503-0112		90,000
#4-610-0211		175,404
#4-715-0312		264,202
#4-805-0503		540,000
#4-913-0604		42,385
	\$1,	,384,146
HOME Funds		
UVCCC	\$	28,730
UVCCC	1,	355,754
		384,484

SCHEDULE OF FINDINGS AND QUESTIONED COSTS FOR THE YEAR ENDED SEPTEMBER 30, 2006

A. SUMMARY OF AUDIT RESULTS

- 1. The auditor's report expresses an unqualified opinion on the financial statements of Rural Housing Development Corporation.
- 2. No reportable conditions were disclosed during the audit of the financial statements.
- 3. No instances of noncompliance material to the financial statements of Rural Housing Development Corporation were disclosed during the audit.
- 4. No reportable conditions were disclosed during the audit of the major federal award programs.
- 5. The auditor's report on compliance for the major federal award programs for Rural Housing Development Corporation expresses an unqualified opinion.
- 6. Audit findings relative to the major federal award programs for Rural Housing Development Corporation are reported in Part C. of this schedule.
- 7. The program tested as a major program was Self-Help Home Ownership Program 14.247.
- 8. The threshold for distinguishing Types A and B programs was \$300,000.
- 9. Rural Housing Development Corporation was determined to be a low-risk auditee.

B. FINDINGS - FINANCIAL STATEMENTS AUDIT

None

C. FINDINGS AND QUESTIONED COSTS - MAJOR AWARD PROGRAMS

None

D. FINDINGS - PRIOR YEAR

None

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Report on Internal Control Over Financial
Reporting and on Compliance and on Other Matters
Based on an Audit of Financial Statements Performed
in Accordance with Government Auditing Standards

Rural Housing Development Corporation Provo, UT

February 23, 2007

We have audited the financial statements of Rural Housing Development Corporation, (a nonprofit organization) as of and for the year ended September 30, 2006, and have issued our report thereon dated February 23, 2007. We conducted our audit in accordance with generally accepted auditing standards and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered Rural Housing Development Corporation's, internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control over financial reporting. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control over financial reporting that might be material weaknesses. A material weakness is a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Rural Housing Development Corporation's, financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance that are required to be reported under Government Auditing Standards.

This report is intended solely for the information and use of management, others within the Organization and federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

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Certified Public Accountants

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Report on Compliance with Requirements Applicable to Each Major Program and Internal Control Over Compliance in Accordance with OMB Circular A-133

Rural Housing Development Corporation Provo, UT

February 23, 2007

Compliance

We have audited the compliance of Rural Housing Development Corporation with the types of compliance requirements described in the U.S. Office of Management and Budget (OMB) Circular A-133 Compliance Supplement that are applicable to each of its major Federal programs for the year ended September 30, 2006. Rural Housing Development Corporation's major Federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs. Compliance with the requirements of laws, regulations, contracts and grants applicable to each of its major Federal programs is the responsibility of Rural Housing Development Corporation's management. Our responsibility is to express an opinion on Rural Housing Development Corporation's compliance based on our audit.

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States; and OMB Circular A-133, Audits of States, Local Governments, and Non-Profit Organizations. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major Federal program occurred. An audit includes examining, on a test basis, evidence about Rural Housing Development Corporation's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination on Rural Housing Development Corporation's compliance with those requirements.

In our opinion, Rural Housing Development Corporation complied, in all material respects, with the requirements referred to above that are applicable to each of its major Federal programs for the year ended September 30, 2006.

Internal Control Over Compliance

The management of Rural Housing Development Corporation is responsible for establishing and maintaining effective internal control over compliance with requirements of laws, regulations, contracts and grants applicable to Federal programs. In planning and performing our audit, we considered Rural Housing Development Corporation's internal control over compliance with requirements that could have a direct and material effect on a major Federal program in order to determine our auditing procedures for the purpose of expressing our opinion on compliance and to test and report on internal control over compliance in accordance with OMB Circular A-133.

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Our consideration of the internal control over compliance would not necessarily disclose all matters in the internal control that might be material weaknesses. A material weakness is a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that noncompliance with applicable requirements of laws, regulations, contracts and grants that would be material in relation to a major Federal program being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over compliance and its operation that we consider to be material weaknesses.

This report is intended solely for the information of management, Federal and State awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

GILBERT & STEWART

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Certified Public Accountants